

Draft: 07/01/24

ELCA required amendments and Endowment Board changes in Chapter 13A

Underlining and overstrikes show changes from current document.

**Constitution and Bylaws
St. Paul Lutheran Church**

Chapter 4. STATEMENT OF PURPOSE

- *C4.01 The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- *C4.02 To participate in God's mission, this congregation as a part of the Church shall:
- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity ~~and~~ justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, embracing and welcoming racially and ethnically diverse populations, and standing in solidarity with the poor and ~~powerless~~ oppressed, and committing itself to their needs.
 - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
 - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

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Chapter 6. CHURCH AFFILIATION

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- *C6.05 This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time this congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the

consultation shall be determined by the bishop in consultation with the Congregation Council. Unless ~~he or she~~ the bishop and/or the bishop's designees ~~are~~ is a voting members of this congregation, ~~the bishop and the bishop's designees, if any,~~ they shall have voice but not vote at the first meeting.

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- d. If this congregation, after such consultation, is still considering termination of its relationship with this church, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless ~~he or she is~~ the bishop and/or the bishop's designees ~~are~~ a voting members of this congregation, ~~the bishop and the bishop's designees, if any,~~ they shall have voice but not vote at the second meeting.

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Chapter 9. ROSTERED MINISTER

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- *C9.03** Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every Minister of Word and Sacrament shall:
- 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and the wider ministry through available channels of effective communication;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) ~~8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations.;~~ speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations.;

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- *C9.05** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or following consultation with the synod bishop for any of the following reasons:

- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
 - 4) inability to conduct the pastoral office effectively in view of physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline proceedings for more than six months.
- b. When allegations of ~~physical disability or mental incapacity~~ of the pastor under paragraph a4) above, or ineffective conduct of the pastoral office under paragraph a3 above have come to the attention of the bishop of the synod
- 1) the bishop, ~~who has in his or her~~ sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged ~~physical disability or mental incapacity~~ under paragraph a4 above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of the synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon ~~removal-resumption~~ of the ~~disability and restoration of a disabled pastor to health,~~ability to conduct the office effectively -the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.

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***C9.12**

The pastor of this congregation:

- a. shall keep accurate ~~parochial~~ records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation,
- b. shall submit a summary of such statistics annually to the synod; and
- c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

*C9.13 The pastor shall submit a report of ~~his or her~~ ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

*C9.14 The ~~parochial~~ records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in ~~his or her~~ the secretary's hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.

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*C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
- c. Speak publicly to the world in solidarity with the poor and oppressed, ~~ealling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad~~ advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

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*C9.25. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for any of the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) inability to conduct the office effectively in view of ~~physical~~ disability or ~~mental~~ incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and

- Service of this church;
- 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of ~~physical~~-disability or ~~mental~~-incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
- 1) the bishop ~~in his or her~~ who has sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged ~~physical~~-disability or ~~mental~~-incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon ~~removal~~-resumption of the disability and the restoration of the deacon to health, ability to conduct the office effectively, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.

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- *C9.31. The deacon(s) shall submit a report of ~~his or her~~ ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10. CONGREGATION MEETING

- C10.01** The congregation shall meet at least twice yearly.
- a. The first meeting shall be held on the third Sunday in January unless otherwise decided by the Congregation Council. The agenda shall include the annual report to the congregation, election of a nominating committee and any other business that should properly come before the members.
 - b. The second meeting shall be the second Sunday in November unless otherwise decided by the Congregation Council. The agenda shall include adoption of the spending plan for the following year, election of members to the Congregation Council and the Endowment Board for the following year and any other business that should properly come before the members.
- C10.02** A special congregation meeting may be called by the [senior] pastor, the Congregation Council or the president¹ of this congregation; or shall be called at the written request of twenty percent of the voting members. The president of the Congregation Council shall

call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

¹If the pastor is the president of the congregation; the congregation may consider giving the vice president the authority to call a special meeting.

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C10.08. This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

C10.09 "Ex officio" as used herein means membership with full rights of voice and vote unless otherwise expressly limited.

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Chapter 12. CONGREGATION COUNCIL

C12.05 The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council shall be the board of trustees of this congregation, and as such be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Tennessee, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell or encumber real property unless specifically authorized to do so by a meeting of this congregation.
- c. The Congregation Council may enter into contracts of up to 5% of the annual spending plan for items not included in the spending plan.
- d. The Congregation Council shall prepare an annual spending plan for adoption by this congregation and shall supervise the expenditure of funds in accordance therewith following its adoption. The spending plan shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and church-wide organization.
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod ~~treasurer~~.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

- g. Organizations that are not a part of St. Paul that wish to use the church facilities shall submit a building request form to the Congregation Council for approval and are subject to the requirements of the building use policy of the congregation.
- h. Council shall recommend to the congregation one or more candidates for treasurer prior to the Congregational meeting where elections take place.

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C12.11 The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president² and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

² If the pastor is the president of the congregation, the congregation may consider giving the vice president the authority to call a special meeting.

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C12.13 The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

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Chapter 13A. CONGREGATION COMMITTEES

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C13A.06 A Ministry Endowment Fund Board consisting of five voting members of this congregation shall manage the St. Paul Ministry Endowment Fund.

C13A.06.01 ~~The term of office for Board members shall be three years, beginning the January after the election. Each year two members shall be elected in each of two consecutive years, followed by with one elected every third year. Members are eligible for only two consecutive terms. In addition to the elected members, the pastor of this congregation shall be a member of the Board with voice but without vote and the. The congregation treasurer shall maintain the investment account of the Endowment Fund, be members of the Board with voice but without vote. The Board shall administer the Endowment Fund in accordance with the duties as described in this document later sections. At its first meeting after an election, the Endowment Fund Board shall select one of its members to serve as chair of the Board.~~

- ~~C13A.06.02~~ The Ministry Endowment Fund Board shall have oversight for the management of Endowment Fund assets. No one shall invest Endowment Fund assets in a way that would bring private benefit to an individual member of the Board. The Board shall report to this congregation at each congregational meeting. The report shall include the current balance in the fund and a report on disbursements from the Endowment Fund.
- ~~C13A.06.03~~ At a regular meeting of this congregation, or at a special meeting called for that purpose, The Endowment Fund Board may make recommendations to this congregation to vote on disbursements from the Endowment Fund.
- C13A.06.02 The Fund's investment objective is to provide funds for expanding ministries and humanitarian and charitable needs and long-term growth but not used for usual and customary church operating expenses. Fund assets will be managed by the Board who will coordinate with investment companies experienced in endowment fund management. No one shall invest Fund assets in a way that would bring private financial benefit to an individual. The Board shall supply a report of the value of the Fund's assets at the end of each month to the church treasurer. Current balance, additions, distributions, and a report of ministries supported through the Fund shall be made available to the congregation at an annual meeting and any other time it is requested.
- C13A.06.03 Annual maximum distributions from the Fund will be based on 5% of total Fund assets as of December 31st of the prior year. If the Board feels the Fund's average principal is eroding, it can limit the disbursements it grants during the year. In extreme extenuating circumstances the Board may be allowed to disburse more than the annual maximum upon approval of Council.
- C13A.06.04 To fulfill the purpose of the Fund, the Board will:
- a. Receive and review all Fund grant applications.
 - b. Compare each application against approval criteria developed by the Board.
 - c. Make recommendations to the church Council for approval or disapproval of each application.
- C13A.06.05 Distribution of assets from the Fund is defined by the following objectives:
- a. For expanding ministries within this congregation including but not limited to social, fellowship, outreach, education, worship and music, and youth and family.
 - b. For humanitarian and charitable needs at a local, national and international level including but not limited to church colleges and seminaries, social service agencies, educational assistance, missions, new church congregational development, global missions, and disaster assistance.
- C13A.06.06 The Board will encourage gifts into the Fund by providing educational and promotional opportunities for gift options such as cash, bequests, securities, life insurance, annuities, trusts, and wills. The Board will maintain a permanent book of remembrance of donors to the Fund. The Board will make recommendations to the church Council to decline

gifts into the Fund if it determines that such gifts are not in the best interest of the Fund and this congregation.

~~C13A.06.04~~ The Board shall advance stewardship education for members of St. Paul regarding accumulated, appreciated and inherited property and shall encourage gifts into the Fund.

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Chapter 15. DISCIPLINE OF MEMBERS AND ADJUDICATION

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*C15.02 The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two rostered m~~in~~Ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

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*C15.11 When there is disagreement between or among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president [vice president] of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16. AMENDMENTS

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***C16.02**

An amendment to this constitution, proposed under *C16.01 shall:

- a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting; and
- ~~b. be ratified without change at the next regular meeting of this congregation held pursuant to C10.01 by a two-thirds vote of those voting members present and voting; and~~
- ~~c. have the effective date included in the resolution and noted in the constitution.~~

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***C16.04**

This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*—as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two voting members of this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a the congregation's vote of approval.